

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90243 025 ***158.75

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P32845

1. Corporation Name
TEMPLETON CAPITAL ACCUMULATOR FUND, INC.



Principal Place of Business 500 E. BROWARD BLVD. SUITE 2100 FT. LAUDERDALE FL 33394	Mailing Address 500 E. BROWARD BLVD. SUITE 2100 FT. LAUDERDALE FL 33394
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

3. Date Incorporated or Qualified 02/18/1991	Applied For Not Applicable
4. FEI Number 59-3040143	
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

GREEN, BARBARA J
500 E. BROWARD BLVD.
STE. 2100
FT. LAUDERDALE FL 33394

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	MOTYL, GARY P	
STREET ADDRESS	500 E. BROWARD BLVD.	
CITY-ST-ZIP	FT. LAUDERDALE FL 33394-3091	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	ROSENGERG, BRUCE S	
STREET ADDRESS	500 E. BROWARD BLVD.	
CITY-ST-ZIP	FT. LAUDERDALE FL 33394	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ASHTON, HARRIS J	
STREET ADDRESS	191 CLAPBOARD RIDGE	
CITY-ST-ZIP	GREENWICH CT 06830	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	DEBELLIS, KAREN P	
STREET ADDRESS	100 FOUNTAIN PARKWAY	
CITY-ST-ZIP	ST. PETERSBURG FL 33716	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	STEELE, JEFFREY L	
STREET ADDRESS	1775 EYE STREET, N.W.	
CITY-ST-ZIP	WASHINGTON DC 20006-2401	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	JOHNSON, CHARLES E	
STREET ADDRESS	777 MARINERS ISLAND BLVD.	
CITY-ST-ZIP	SAN MATEO CA 94404-1585	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Barbara J. Green *April 21, 1999* (954) 527-7500
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)

537957-90243-25

DOC#
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TEMPLETON CAPITAL ACCUMULATOR FUND, INC.

Continuation of Question No. 12 (Names and Addresses of Each Officer and Director):

<u>Title</u>	<u>Names of Officers & Directors</u>	<u>Street Address/City & State</u>
VCD	Johnson, Charles B.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
D	Brady, Nicholas F.	16 N. Washington Street Easton, MD 21601
D	Hines, Andrew H., Jr.	150 2nd Avenue N., Ste 1170 St. Petersburg, FL 33701
D	Krahmer, Betty P.	2201 Kentmere Parkway Wilmington, DE 19806
D	Millsaps, Fred R.	2665 NE 37th Drive Ft. Lauderdale, FL 33308
D	Fortunato, S. Joseph	200 Campus Drive Florham Park, NJ 07932
D	Macklin, Gordon S.	8212 Burning Tree Road Bethesda, MD 20817
D	Galbraith, John Wm.	360 Central Avenue, Ste. 1300 St. Petersburg, FL 33701
V	Johnson, Rupert H., Jr.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
V	Burns, Harmon E.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
V	Gatzek, Deborah, R.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
V	Holowesko, Mark G.	Lyford Cay Nassau, Bahamas N/A
V	Flanagan, Martin L.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
V	Kay, John R.	500 E. Broward Blvd. Ft. Lauderdale, FL 33394

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Continuation of Question No. 12 (Names and Addresses of Each Officer and Director):

<u>Title</u>	<u>Names of Officers & Directors</u>	<u>Street Address/City & State</u>
V	Knoblock, Elizabeth M.	500 E. Broward Blvd. Ft. Lauderdale, FL 33394
AV	<u>Kuersteiner, Richard L.</u>	<u>901 Mariners Island Blvd.</u> <u>San Mateo, CA 94404-1585</u>
T	Baio, James R.	500 E. Broward Blvd. Ft. Lauderdale, FL 33394
S	Green, Barbara J.	500 E. Broward Blvd. Ft. Lauderdale, FL 33394
AS	Green, Larry L.	901 Mariners Island Blvd. San Mateo, CA 94404-1585